

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

513-381-2838

CABLE: TAFTHOL TWX: 810-461-2623

FAX: 513-381-0205

WASHINGTON, D.C. OFFICE
SUITE 500 — 825 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004
202-628-2838
FAX: 202-347-3419

COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215
614-221-2838
FAX: 614-221-2007

1-325A129

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838
FAX: 513-381-8813

November 7, 1991. **17597**

REGISTRATION NO. **AD103**

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

NOV 21 1991 - 4 10 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

NOV 21 4 02 PM '91
NOTA CERTIFICADA UNIT

Dear Mr. Strickland:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated August 26, 1991.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

SELLER: CSX Transportation, Inc.
Purchases and Materials
P.O. Box 45054
Jacksonville, Florida 32232-5054

The equipment covered by the enclosed document is sixty-seven (67) railcars and currently bearing the reporting marks set forth in Appendix A hereto.

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

A short summary of the document to appear in the index follows:

Bill of Sale from CSX Transportation, Inc. Purchases and Materials, P.O. Box 45054, Jacksonville, Florida 32232-5054 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated August 26, 1991 and sixty-seven (67) railcars.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in black ink, appearing to read "Philip F. Schultz", with a long horizontal flourish extending to the right.

Philip F. Schultz

Attorney for

The David J. Joseph Company

PFS/lsc
Enclosure

icccox.djj

APPENDIX A

SBD 223967
" 221145
" 223802
CSXT 223642
ACL 121368
SBD 480572
" 480562
" 480513
" 480445
" 480444
" 480404
" 480392
" 480377
" 480168
" 480124
" 480120
" 480106
" 480099
" 480085
" 480075
" 480058
" 480044
" 475942

LN 176786
" 176723
" 176693
" 176636
" 176561
" 176449
" 176264
" 176243
" 176216
" 176062
" 176047
" 176046
" 176029
CSXT 480150
LN 176409
" 176088
SBD 223854
" 221141
CSXT 223621
" 224151
SBD 223871
" 223770

ACL 089391
CSXT 222387
SBD 220771
CSXT 220859
ACL 089757
" 089519
SBD 480543
" 480215
" 480198
" 480131
" 480097
" 480062
" 480059
LN 176293
" 176073
CSXT 480074
SBD 480443
" 480057
" 475918
LN 176608
" 176025
SBD 223407

CERTIFICATE

17597
NOV 21 1991 - 4 10 PM
INTERSTATE COMMERCE COMMISSION

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith, Jr.
Notary Public/

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 C.R.C.

NOV 21 1991 -4 10 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, CSX TRANSPORTATION, INC. ("Company") does hereby sell, assign, and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the Company's right, title, and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

This Bill of Sale is given pursuant to that certain Purchase and Sale Agreement dated May 1, 1991, by and between Buyer and Company and neither expands upon nor limits the right and obligations of the parties under the Purchase and Sale Agreement.

The Company hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Company is the lawful owner of the Equipment and has good, valid, and marketable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever;
2. That the Company has full power and authority to sell and convey the Equipment;
3. That the Company has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity; and
4. That the Equipment is sold in "as is" condition.

The Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 26th day of August, 1991.

WITNESS:

CSX TRANSPORTATION, INC.

PC McNulty

BY: John M. Barnes
TITLE: Vice President

APPENDIX A

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" 176073
CSXT 480074
SBD 480443
" 480057
" 475918
LN 176608
" 176025
SBD 223407

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

On this 26th day of August, 1991, before me the subscriber,
M. A. Gast, a Notary Public, duly commissioned, qualified and acting,
within and for said County and State, appeared in person the within named John W. Basso, to me personally known, who stated and acknowledged that he
is the Vice President-Purchases & Materials of CSX Transportation,
(title) (company)
a Florida corporation, and duly authorized by authority of the Board
(state)
of Directors or by-laws of said corporation in his capacity as such officer to
execute and acknowledge the foregoing instrument for and in the name and on
behalf of said corporation and further stated and acknowledged that he has so
signed, executed and delivered the foregoing instrument as the free and voluntary
act and deed of said corporation, for the consideration, uses and purposes
therein mentioned and set forth and desired that the same might be recorded as
such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th
day of August, 1991.

Mark A. Gast
(Notary Signature)

My commission expires:
NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: OCT. 6, 1991.
BONDED THRU NOTARY PUBLIC UNDERWRITERS:
